



The David J. Joseph Company

December 13, 2004

RECORDATION NO. 23884-B FILED

DEC 15 '04

4-48 PM



Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated as of November 22, 2004, between the following parties:

Assignee: CK Industries, Inc.  
1348 Greenland Trace  
Deland, FL 32720

Assignor: Joseph Leasing Ltd.  
300 Pike Street  
Cincinnati, OH 45202

Please see Schedule I attached hereto for the equipment, (60) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated November 22, 2004 related to sixty (60) railcars bearing reporting marks:

IBT 19020-19024, inclusive  
IBT 19026-19031, inclusive  
IBT 19033-19057, inclusive  
IBT 19059-19082, inclusive

Please file this as a secondary document as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 23884.

The filing fee for this document in the amount of \$32.00 is included in the enclosed check No. 1463. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard  
Documentation Coordinator

Enclosures

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**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT** **SURFACE TRANSPORTATION BOARD**

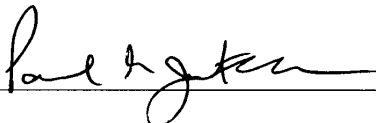
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of November 22, 2004 by and between **JOSEPH LEASING LTD.**, an Ohio limited liability company ("Assignor") and **CK INDUSTRIES, INC.**, a Florida corporation ("Assignee").

**WITNESSETH:**

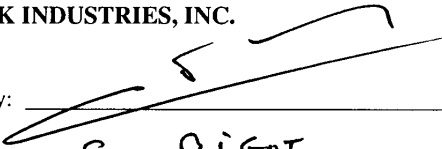
1. Assignor has agreed to assign to Assignee that certain lease agreement dated June 15, 1998 (as assigned to Assignor) between Assignor, as Lessor, and Greenbrier Leasing Corporation for sixty (60) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of November 22, 2004.

**JOSEPH LEASING LTD.**

By:   
Name: Paul G. Jantsch  
Title: Vice President

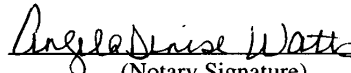
**CK INDUSTRIES, INC.**

By:   
Name: C. Rigot  
Title: President

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON)

On this 22<sup>nd</sup> day of November, 2004, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul G. Jantsch, to me personally known, who stated and acknowledged that he is the Vice President of Joseph Leasing Ltd., an Ohio limited liability company, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22<sup>nd</sup> day of November, 2004.

  
(Notary Signature)

My commission expires:

\_\_\_\_\_

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF Florida )  
 ) SS:  
COUNTY OF Volusia )

On this 24<sup>th</sup> day of November, 2004, before me the subscriber, Frances L. Achterberg Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Claude Bigot, to me personally known, who stated and acknowledged that he/she is the Pres. of CK Industries, Inc., a Florida corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24<sup>th</sup> day of November, 2004.

Frances L. Achterberg  
(Notary Signature)

My commission expires:



Frances L. Achterberg  
My Commission DD236193  
Expires July 29, 2007

July 29, 2007

**SCHEDULE I  
TO  
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS**

Sixty (60) railcars currently bearing reporting marks:

IBT 19020 – IBT 19024, inclusive  
IBT 19026 – IBT 19031, inclusive  
IBT 19033 – IBT 19057, inclusive  
IBT 19059 – IBT 19082, inclusive

**LEASE:** Dated June 15, 1998 between MRC Rail Services, LLC and Greenbrier Leasing Corporation as subsequently amended by agreement and assigned to Joseph Leasing Ltd.